FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Feld Peter A							2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]							S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) (First) (Middle) 777 THIRD AVENUE, 18TH FLOOR							3. Date of Earliest Transaction (Month/Day/Year) 08/24/2017							Officer (give title Other (specify below) below)							
						_ 4.	If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable							
(Street) NEW YORK NY 10017						_								Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City) (State) (Zip)															. 5.55						
			7	Γable I - I	Non-Dei	ivati	ve Se	curities A	cquire	ed, D	Disposed o	of, or B	eneficia	ally	Owned						
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y						Exec r) if any	eemed ution Date, r th/Day/Year)	3. Transaction Code (Instr. 8)				str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of ndirect Beneficial Ownership (Instr. 4)			
									Code V		Amount (A) or (D)		Price		Transaction(s) (Instr. 3 and 4)				` '		
Common Stock, \$1.00 Par Value				08/24/2017				S		10,922	D	\$76.180	'6.1804		14 I			By Starboard Value and Opportunity S LLC ⁽²⁾			
Common Stock, \$1.00 Par Value				08/24/2017				S		5,993	D	\$76.180	804 104,166		66	Ι		By Starboard Value and Opportunity C LP ⁽³⁾			
Common	Stock, \$	1.00	Par Value		08/24/	2017			S		13,085	D	\$76.180	04	227,4	57	Ι		By Managed Account of Starboard Value LP ⁽⁴⁾		
Common Stock, \$1.00 Par Value 08/25.					2017			S		10,922	D	\$75.438	89	178,92	22	I		By Starboard Value and Opportunity S LLC ⁽²⁾			
Common Stock, \$1.00 Par Value 08/25/20					2017			S		5,992	D	\$75.438	89	98,17	'4	I		By Starboard Value and Opportunity C LP ⁽³⁾			
Common Stock, \$1.00 Par Value 08/2					08/25/	5/2017			S		13,086	D	\$75.438	89 214,371		71	I :		By Managed Account of Starboard Value LP ⁽⁴⁾		
Common Stock, \$1.00 Par Value													821		93 1			By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾			
				Table	II - Deriv	/ative	e Seci	ırities Ac	quirec	l, Di	sposed of	or Be	neficial	ly (Owned		<u> </u>				
. 1		_			(e.g.,	puts	s, calls	5, warrant	s, opt	ions	, converti	ble se	curities))		_	_				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercis Price of Derivative Security	on Da se (N	Transaction ate Month/Day/Yea	3A. Deer Execution if any (Month/I	on Date,	4. Transa Code (8)		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			Derivative der Security (Instr. 5) Ber Ow Foll		owing (I) (Instituted saction(s)		Beneficial Ownership ct (Instr. 4)			

1. Title of Derivative Security (Instr. 3)	2. 3. Transaction SA. Deemed Execution Date (Month/Day/Year) if any		(e.g. 3A. Deemed Execution Date,	J., puts call Code V 4. Transaction Code (Instr.		writies Acc s, warrant: (A) (B) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		uired, Disposed of Spaptions Exercisable Date Of Date Exercisable and Expiration Date (Month/Day/Year)		or Beneficially ble secunities 7: Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				0.4	v	<u> </u>	(2)	Date	Expiration	Tin.	Amount or Number of Shares				By
Cash Settled Total Return Swap	\$76.085 ⁽⁵⁾	08/24/2017		Code S/K ⁽⁵⁾	V	(A)	76,609	(5)	12/28/2017	Common Stock, \$1.00 Par Value	509,743	(5)	1	I	By _Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾ (5)
Cash- Settled Total Return Swap	\$75.32 ⁽⁵⁾	08/25/2017		S/K ⁽⁵⁾			76,609	(5)	12/28/2017	Common Stock, \$1.00 Par Value	433,134	(5)	1	I	By Starboard Value and Opportunity Master Fund Ltd ⁽¹⁾ (5)
Deferred Stock Units	(6)							(6)	(6)	Common Stock, \$1.00 Par Value	5,523		5,523 ⁽⁶⁾	D	
Units	(7)							(7)	(7)	Common Stock, \$1.00 Par Value	859.12		859.12	D	

Explanation of Responses:

- 1. Securities owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 2. Securities owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein
- 3. Securities owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 4. Securities held in an account managed by Starboard Value LP (the "Managed Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Managed Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 5. Starboard V&O Fund has entered into a cash-settled total return swap agreement (the "Swap") with an unaffiliated third party financial institution, which after today's sales provide Starboard V&O Fund with economic exposure to an aggregate of 433,134 notional shares. The Swap provides Starboard V&O Fund with economic results that are comparable to the economic results of ownership but do not provide Starboard V&O Fund with the power to vote or direct the voting or dispose of or direct the disposition of the shares of common stock that are the subject of the Swap. The Swap was initially executed at the closing market price of \$30.54 on July 21, 2016.
- 6. Includes (1) 1,809 Deferred Stock Units ("DSUs") granted to the Reporting Person on May 5, 2017 that are subject to a one year vesting period that accelerates upon a change in control of the Issuer, provided, however, that the DSUs will be forfeited if the Reporting Person ceases to serve as a member of the Board of Directors of the Issuer (the "Board") prior to the expiration of the vesting period and (2) 3,714 DSUs that have vested. The DSUs will be settled in Common Stock of the Issuer on a one-for-one basis, pursuant to the applicable terms of the Reporting Person's deferral election either (1) following the Reporting Person's termination of service from the Board or (2) on a future date selected by the Reporting Person at the time of his deferral election.
- 7. Units (each of which is the economic equivalent of one share of the Issuer's Common Stock) credited to the Reporting Person's equity account under the Plan for Deferral of Directors' Fees (the "Plan") will settle in the Issuer's Common Stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of service from the Board or (2) on a future date selected by the Reporting Person at the time of his deferral election. The Reporting Person has elected to receive shares of the Issuer's Common Stock as part of his quarterly compensation for service on the Board and certain Committees and has elected to defer those shares under the Plan.

<u>/s/ Peter A. Feld</u> <u>08/28/2017</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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